



DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

Government
Of the
District of Columbia
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

**BUSINESS CORPORATION GUIDELINE
(Close Corporation)**

NOTE: This is a format guideline for drafting articles of incorporation of a close corporation. Articles must be typed on plain bond paper to be submitted in duplicate with original signature(s) of the incorporator(s).

ALSO: A signed statement of the registered agent's consent (executed in duplicate) must be attached to your articles.

**CLOSE CORPORATION
ARTICLES OF INCORPORATION
OF
(NAME OF CORPORATION)**

TO:

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

I/WE, the undersigned natural person(s) of the age of eighteen years or more acting as incorporator(s) of a Close Corporation under the BUSINESS CORPORATION ACT (D.C. Code, 2002 edition, Title 29, Chapter 1), adopt the following Articles of Incorporation:

FIRST: The name of the close corporation is (NAME OF CORPORATION).

SECOND: The period of duration is (state whether duration is Perpetual or a Specific period):

THIRD: the purpose for which the corporation is organized is/are (State specific purposes - a general purpose statement will not be acceptable).

FOURTH: The aggregate number of shares which the corporation is authorized to issue is (number). If divided into classes, insert the number divided into, the description of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value.

FIFTH: All of the issued stock of all classes, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than a specified number of persons not exceeding 35; all of the issued stock of all classes shall be subject to 1 or more of the restrictions on transfer permitted by section 20; and the corporation shall make no offering of any of its stock of any class which would constitute a public offering within the meaning of the United States Securities Act of 1933 (15 U.S.C.77), as it may be amended from time to time.

SIXTH: State that the corporation will not commence business until at least one thousand dollars (\$1,000) has been received as initial capitalization.

SEVENTH: State the provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation. If there are no provisions, state so. A close corporation may set forth the qualifications of shareholders, either by specifying classes of persons who shall be entitled to be holders of record of stock of any class, or by specifying classes of persons who shall not be entitled to be holders of stock of any class, or both.

EIGHTH: State the provisions for the regulation of the internal affairs of the corporation. If there are no provisions, state so.

NINTH: The address (including street name and number) of the initial registered office of the corporation is: (Post Office Box address is not acceptable) and the name of the initial registered agent at such address is (If an individual, they must be a D.C. resident; If a corporation, it must have statutory authority to act as the registered agent), The address (including street name and number), if any, where it conducts its principal business is:

NOTE: A letter of consent for the registered agent is required.

TENTH: State the number of directors constituting the initial board of directors for the corporation (minimum of one), and the names and addresses (including street, number and zip code) of the person or persons who are to serve as director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME (List initial Director(s))

ADDRESS (List an address for each Director(s))

ELEVENTH: The name and address (including street number and name) of each incorporator are:

(Minimum of one incorporator may be the same as Director).

NAME (List name(s) of Incorporator(s))

ADDRESS (List an address for each Incorporator)

DATE

FEES DUE

Filing Fee\$185.00

MAKE CHECK PAYABLE TO D.C. TREASURER

File two originally signed sets of articles with the Department of Consumer and Regulatory Affairs